



State of California Secretary of State

Domestic Nonprofit Corporation Certificate of Dissolution

DISS NP

FILEDIn the Office of the Secretary of State
of the State of California

JUN 8 0 2010

There is no fee for filing a Certificate of Dissolution.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

Corporate Name (Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.)

1. Name of corporation
The Ruth Institute, Inc.

Required Statements (The following statements are required by statute and should not be altered.)

2. a) A final franchise tax return, as described by Section 23332 of the California Revenue and Taxation Code, has been or will be filed with the Franchise Tax Board, as required under Part 10.2 (commencing with Section 18401) of Division 2 of the Revenue and Taxation Code.
- b) The corporation has been completely wound up.
- c) The corporation is dissolved.

Debts and Liabilities (Check the applicable statement. Note: Only one box may be checked.)

3. ☒ The corporation's known debts and liabilities have been actually paid.
- ☐ The corporation's known debts and liabilities have been paid as far as its assets permitted.
- ☐ The corporation's known debts and liabilities have been adequately provided for by their assumption and the name and address of the assumer is _____
- ☐ The corporation's known debts and liabilities have been adequately provided for as far as its assets permitted.
(Specify in an attachment to this certificate (incorporated herein by this reference) the provision made and the address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and address of the depository with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment.)
- ☐ The corporation never incurred any known debts or liabilities.

Assets (Mutual Benefit or Consumer Cooperative Corporations ONLY: Check the applicable statement. Note: Only one box may be checked. If the corporation is a public benefit or religious corporation, leave item 4 blank and attach to this Certificate of Dissolution a letter from the Attorney General waiving objections to the distribution of the corporation's assets pursuant to California Corporations Code section 6716(c) or confirming the corporation has no assets (see instructions).)

4. ☒ The known assets have been distributed to the persons entitled thereto. ☐ The corporation never acquired any known assets.

Election (Check the "YES" or "NO" box as applicable. Note: If the "NO" box is checked, a Certificate of Election to Wind Up and Dissolve pursuant to California Corporations Code section 1901, 6611, 6611, 9680 or 12631 must be filed prior to or together with this Certificate of Dissolution.)

5. The election to dissolve was made by the vote of all the members of the corporation or the corporation has no members and the election was made by the vote of all the directors of the corporation. ☒ YES ☐ NO

Verification and Execution (If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

6. The undersigned constitute(s) the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

June 1, 2010
Date

Jennifer Roback Morse
Signature of Director

Jennifer Roback Morse
Type or Print Name of Director

signed in counter-part
Signature of Director

Kris A. Mauren
Type or Print Name of Director

signed in counter-part
Signature of Director

Thomas W. Spence
Type or Print Name of Director



State of California Secretary of State

DISS NP

Domestic Nonprofit Corporation Certificate of Dissolution

There is no fee for filing a Certificate of Dissolution.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

Corporate Name (Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.)

1. Name of corporation
The Ruth Institute, Inc.

Required Statements (The following statements are required by statute and should not be altered.)

2. a) A final franchise tax return, as described by Section 23332 of the California Revenue and Taxation Code, has been or will be filed with the Franchise Tax Board, as required under Part 10.2 (commencing with Section 18401) of Division 2 of the Revenue and Taxation Code.
- b) The corporation has been completely wound up.
- c) The corporation is dissolved.

Debts and Liabilities (Check the applicable statement. Note: Only one box may be checked.)

3. ☒ The corporation's known debts and liabilities have been actually paid.
- ☐ The corporation's known debts and liabilities have been paid as far as its assets permitted.
- ☐ The corporation's known debts and liabilities have been adequately provided for by their assumption and the name and address of the assumer is _____
- ☐ The corporation's known debts and liabilities have been adequately provided for as far as its assets permitted.
(Specify in an attachment to this certificate (incorporated herein by this reference) the provision made and the address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and address of the depository with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment.)
- ☐ The corporation never incurred any known debts or liabilities.

Assets (Mutual Benefit or Consumer Cooperative Corporations ONLY: Check the applicable statement. Note: Only one box may be checked. If the corporation is a public benefit or religious corporation, leave item 4 blank and attach to this Certificate of Dissolution a letter from the Attorney General waiving objections to the distribution of the corporation's assets pursuant to California Corporations Code section 6716(c) or confirming the corporation has no assets (see instructions).)

4. ☒ The known assets have been distributed to the persons entitled thereto. ☐ The corporation never acquired any known assets.

Election (Check the "YES" or "NO" box as applicable. Note: If the "NO" box is checked, a Certificate of Election to Wind Up and Dissolve pursuant to California Corporations Code section 1901, 6611, 8611, 9680 or 12631 must be filed prior to or together with this Certificate of Dissolution.)

5. The election to dissolve was made by the vote of all the members of the corporation or the corporation has no members and the election was made by the vote of all the directors of the corporation. ☒ YES ☐ NO

Verification and Execution (If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

6. The undersigned constitute(s) the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

6-1-2010
Date

signed in counter-part
Signature of Director

[Signature]
Signature of Director

signed in counter-part
Signature of Director

Jennifer Roback Morse
Type or Print Name of Director

Kris A. Mauren
Type or Print Name of Director

Thomas W. Spence
Type or Print Name of Director



State of California Secretary of State

DISS NP

Domestic Nonprofit Corporation Certificate of Dissolution

There is no fee for filing a Certificate of Dissolution.

IMPORTANT – Read instructions before completing this form.

This Space For Filing Use Only

Corporate Name (Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.)

1. Name of corporation
The Ruth Institute, Inc.

Required Statements (The following statements are required by statute and should not be altered.)

2. a) A final franchise tax return, as described by Section 23332 of the California Revenue and Taxation Code, has been or will be filed with the Franchise Tax Board, as required under Part 10.2 (commencing with Section 18401) of Division 2 of the Revenue and Taxation Code.
- b) The corporation has been completely wound up.
- c) The corporation is dissolved.

Debts and Liabilities (Check the applicable statement. Note: Only one box may be checked.)

3. ☒ The corporation's known debts and liabilities have been actually paid.
- ☐ The corporation's known debts and liabilities have been paid as far as its assets permitted.
- ☐ The corporation's known debts and liabilities have been adequately provided for by their assumption and the name and address of the assumer is _____
- ☐ The corporation's known debts and liabilities have been adequately provided for as far as its assets permitted.
(Specify in an attachment to this certificate (incorporated herein by this reference) the provision made and the address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and address of the depository with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment.)
- ☐ The corporation never incurred any known debts or liabilities.

Assets (Mutual Benefit or Consumer Cooperative Corporations ONLY: Check the applicable statement. Note: Only one box may be checked. If the corporation is a public benefit or religious corporation, leave item 4 blank and attach to this Certificate of Dissolution a letter from the Attorney General waiving objections to the distribution of the corporation's assets pursuant to California Corporations Code section 6716(c) or confirming the corporation has no assets (see instructions).)

4. ☒ The known assets have been distributed to the persons entitled thereto. ☐ The corporation never acquired any known assets.

Election (Check the "YES" or "NO" box as applicable. Note: If the "NO" box is checked, a Certificate of Election to Wind Up and Dissolve pursuant to California Corporations Code section 1901, 6611, 8611, 9680 or 12631 must be filed prior to or together with this Certificate of Dissolution.)

5. The election to dissolve was made by the vote of all the members of the corporation or the corporation has no members and the election was made by the vote of all the directors of the corporation. ☒ YES ☐ NO

Verification and Execution (If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

6. The undersigned constitute(s) the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

6-1-10
Date

Signed in counter-part
Signature of Director

Jennifer Roback Morse
Type or Print Name of Director

Signed in counter-part
Signature of Director

Kris A. Mauren
Type or Print Name of Director

Thomas W. Spence
Signature of Director

Thomas W. Spence
Type or Print Name of Director



1300 I STREET
PO BOX 903447
SACRAMENTO, CA 94203-4470
Public : (916) 445-2021x8
Facsimile: (916) 444-3651
Email: dissolution@doj.ca.gov

June 23, 2010

JOHN YPHANTIDES
539 WEST GRAND AVE.
EXCONDIDO, CA 92025

CT FILE NUMBER: CT0162158

RE: Dissolution of THE RUTH INSTITUTE, INC.

Dear Directors:

Based on the representations made in your June 14, 2010 letter and the supporting documents included with it, the Attorney General's office waives objection to the disposition of the assets of the captioned corporation upon dissolution. (See Corporations Code section 6716.) [section 8716 for mutual benefit corporations].

The corporation may complete its dissolution with the California Secretary of State's office. **AFTER the Secretary of State has endorsed the corporation's Certificate of Dissolution, please submit a copy to the undersigned at the address set forth above.**

If the corporation had assets at the time of dissolution, please also provide a final financial report for the last complete accounting period through the date in which the organization's asset balance was reduced to zero.

Sincerely,

A handwritten signature in dark ink, appearing to read "K. Bohaty", with a long horizontal flourish extending to the right.

KENNETH S. BOHATY
Staff Services Analyst
Registry of Charitable Trusts

For

EDMUND G. BROWN JR.
Attorney General